**TQN: Annual Corporate Governance Report 2023**

On January 12, 2024, Quang Ninh Pine Joint Stock Company announced Report No. 30/BC-TQN on the Annual Corporate Governance 2023 as follows:

* Company name: Quang Ninh Pine Joint Stock Company
* Head office address: Bi Trung 1 Area - Phuong Dong Ward - Uong Bi City - Quang Ninh Province
* Tel: 02033854274 Fax: 02033854263 Email:
* Charter capital: VND 36,000,000,000
* Securities code: TQN
* Corporate governance model:
* The General Meeting of Shareholders, the Board of Directors, the Supervisory Board and the General Manager/Manager.
* The General Meeting of Shareholders, the Board of Directors, the General Manager/ Manager and the Audit Committee under the Board of Directors
* Internal audit execution: Implemented/Unimplemented
1. Activities of the General Meeting of Shareholders:

Information about the meetings and General Mandates/Decisions of the General Meeting of Shareholders (including General Mandates approved by collecting shareholders' opinions via a ballot):

|  |  |  |  |
| --- | --- | --- | --- |
| No. | General Mandate/Decision of the General Meeting of Shareholders No. | Date | Content |
| 1 | 02/NQDHDCD | April 14, 2023 | Annual General Mandate 2023  |

1. The Board of Directors (2023)
2. Information about members of the Board of Directors:

|  |  |  |  |
| --- | --- | --- | --- |
| No. | Member of the Board of Directors | Position (Independent member of the Board of Directors, Non-executive member of the Board of Directors) | Date of appointment/dismissal as members/independent members of the Board of Directors |
| Appointment date | Dismissal date |
| 1 | Mr. Duong Van Thom | Chair of the Board of Directors |  |  |
| 2 | Mr. Duong Trong Hieu | Member of the Board of Directors  |  |  |
| 3 | Mr. Tran Viet Hung | Member of the Board of Directors |  |  |
| 4 | Ms. Dang Thu Huong | Member of the Board of Directors  |  |  |
| 5 | Ms. Nguyen Thi Cham | Member of the Board of Directors  | April 22, 2021 | April 14, 2023 |
| 6 | Mr. Phan Tien | Member of the Board of Directors  | April 14, 2023 |  |

1. Board Resolutions/Decisions (in 2023):

|  |  |  |  |
| --- | --- | --- | --- |
| No. | Board Resolutions/Decisions of the General Meeting of Shareholders No. | Date | Content |
| 1 | The Board of Directors meeting | March 13, 2023 | * Carry out preparation and procedures for the Annual General Meeting of Shareholders 2023
* Approve the content of the report on implementing production and business tasks in 2022, and the orientation of tasks in 2023
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| 2 | 66/QD-TQN | March 18, 2023 | Convene the Annual General Meeting of Shareholders 2023 |
| 3 | No. 02/NQ-DHDCD | April 14, 2023 | Annual General Mandate 2023 |
| 4 | 03/NQDHDCD | September 16, 2023 | Approve the following specific contents as follows:1. Environmental work.

Assign the General Manager and Deputy General Manager:* Propose to the Board of Directors an infrastructure investment plan to improve the efficiency of environmental wastewater treatment to ensure sustainability, long-term, and achieve quality according to Regulations.
* Inform, coordinate, and share with Công ty TNHH Đầu tư và bào vệ môi trường Briwatter (tentatively translated as Briwatter Environmental Protection and Investment Company Limited) on paying salary for officers and experts who come to consult and work at the company.
* Review, check and evaluate the work efficiency of the plastic waste department in order to make recommendations on human resources issues.
1. Forest planting work.
* Invest to plant all 25.7 hectares of pine forest in Thong Nhat Unit in the spring crop of 2024
* Assign the General Manager of the company to calculate the volume, contact to import and buy pine tree seeds for the company's afforestation work in 2024 and support on providing seeds to công ty Lâm nghiệp Bến Hải (tentatively translated as Ben Hai Forestry Company)
1. Assign the General Manager to proactively research and hire consultants to develop the technical and economic plan of the project of building Cupressus Macrocarpa processing factory and be responsible for presenting the project to the Board of Directors on the feasibility of the Project.
2. Assign Mr. Duong Trong Hieu - General Manager of the company to make a written notification to Mewa Company about meeting and making the sales cooperation plan due to the fact that at the present time, the agreed sales plan is no longer suitable with the actual situation
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| 5 | 04/NQDHDCD | October 23, 2023 | * Approve mortgaging assets in order to maintain and increase credit limits and short-term loans for production and business needs due to the fact that the company's fixed asset value does not meet the requirements of Joint Stock Commercial Bank for Foreign Trade of Vietnam – Quang Ninh Branch
* The Board of Directors agrees on mortgaging real estate assets legally owned by individuals of members of the Board of Directors to increase line of credit and loans at Joint Stock Commercial Bank for Foreign Trade of Vietnam – Quang Ninh Branch
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1. The Supervisory Board/Audit Committee (2023)
2. Information about members of the Supervisory Board/the Audit Committee:

|  |  |  |  |  |
| --- | --- | --- | --- | --- |
| No. | Member of the Supervisory Board/Audit Committee | Position | Date of appointment/dismissal as member of the Supervisory/ Audit Committee | Qualification |
| 1 | Mr. Tran Van Son | Chief  |  | Bachelor |
| 2 | Mr. Nguyen Manh Khiem | Member |  | Bachelor |
| 3 | Mr. Ta Ngoc Vuong | Member |  | Bachelor |

1. The Executive Board

|  |  |  |  |  |
| --- | --- | --- | --- | --- |
| No. | Member of the Executive Board | Date of birth | Professional Qualification | Date of appointment/dismissal as member of the Executive Board |
| 1 | Mr. Tran Viet Hung | January 30, 1972 | Bachelor | May 07, 2021 |
| 2 | Mr. Duong Trong Hieu | August 08, 1988 | Master | May 07, 2021 |

1. Chief Accountant

|  |  |  |  |
| --- | --- | --- | --- |
| Full name | Date of birth | Qualification | Date of appointment / dismissal |
| Nguyen Thi Cham | July 23, 1985 | Bachelor | November 09, 2017 |

1. Training on corporate governance
2. List of affiliated person of the public company in 2023 and transactions between affiliated persons of the Company and the Company itself:
3. Transactions between the Company and affiliated person of the company; or between the Company and major shareholder, PDMR, affiliated person of PDMR. (None)
4. Transactions between PDMR of the Company, affiliated persons of PDMR and subsidiaries, companies controlled by the Company. (None)
5. Transactions between the Company and other entities (None)
6. Transactions between the Company and the company members of the Board of Directors, members of the Supervisory Board, the Manager (General Manager) and other managers have been founding members or members of the Board of Directors, the Manager (General Manager) for the past three (03) years (as at the time of reporting).
7. Transactions between the Company and companies where affiliated people of members of the Board of Directors, members of the Supervisory Board, the Manager (General Manager) and other managers are members of the Board of Directors, the Manager (General Manager).
8. Other transactions of the Company (if any) that can bring about material or non-material benefits to members of the Board of Directors, members of the Supervisory Board, and the Manager (General Manager) and other managers:
9. Share transactions of PDMR and affiliated persons of PDMR (2023) (None)
10. Company’s share transactions of PDMR and affiliated persons. (None)
11. Other significant issues: None.